

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

APPLICATION FOR PERMIT TO DRILL				5. MINERAL LEASE NO: Fee	6. SURFACE: Fee
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>				7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>				8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: Prima Oil & Gas Company				9. WELL NAME and NUMBER: Scofield-Thorpe 25-43	
3. ADDRESS OF OPERATOR: 1099 18th St, Suite 400 CITY Denver STATE CO ZIP 80202				PHONE NUMBER: (713) 739-7300	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 330' FSL, 2,230' FEL AT PROPOSED PRODUCING ZONE: 330' FSL, 2,230' FEL				10. FIELD AND POOL, OR WILDCAT: undesigned	
				11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 25 12 7 S	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 7.3 Miles North and East of Scofield, Utah				12. COUNTY: Carbon	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 2,230'		16. NUMBER OF ACRES IN LEASE: 2240		17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 2,400'		19. PROPOSED DEPTH: 4,800		20. BOND DESCRIPTION: State Wide Surety Bond #4127698	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 8815 GR		22. APPROXIMATE DATE WORK WILL START: 9/15/2004		23. ESTIMATED DURATION: 14 days	

24. PROPOSED CASING AND CEMENTING PROGRAM							
SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12-1/4"	9-5/8"	J-55 ST	36#	1,950	CBM Light LCM	240 sacks 4.33 cu.ft/sk	10.5 ppg
					Premium Plus	280 sacks 1.20 cu.ft/sk	15.6 ppg
8-3/4"	7"	K-55	23#	4,600	CBM Light	425 sacks 1.99 cu.ft/sk	13.0 ppg

25. ATTACHMENTS	
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:	
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER <input type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) Larry W. Johnson TITLE Agent for Prima Oil & Gas Company

SIGNATURE  DATE 8/19/04

(This space for State use only)

RECEIVED

AUG 25 2004

API NUMBER ASSIGNED: 43-007-31002

APPROVAL:

DIV. OF OIL, GAS & MINING

CONFIDENTIAL

Range 7 East

(West 5280.0)

(M10.00)

25

(N00°05'05"E - 2668.93')

(N00°01'1"W)

2309.63'

DRILL HOLE #ST-25-43
ELEVATION 8815.2'

UTM
N 4398837
E 492605

330.37' CALC.

2229.65'

(West 5289.4)

Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO
- GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD WGS84 DATUM.

LAT / LONG
39°44'28.6"N
111°05'10.7"W

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

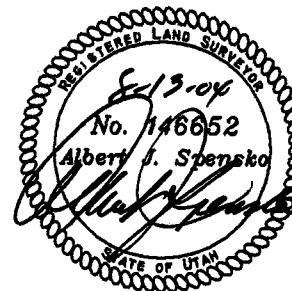
BASIS OF ELEVATION OF 8745' BEING AT THE NORTHEAST CORNER OF SECTION 25, TOWNSHIP 12 SOUTH, RANGE 7 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE COLTON QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SW1/4, SE1/4 OF SECTION 25, T12S, R7E, S.L.B.&M., BEING 2309.63' SOUTH AND 2229.65' WEST FROM THE EAST QUARTER CORNER OF SECTION 25, T12S, R7E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230

Huntington, Utah 84528

Phone (435)697-5310 Fax (435)697-5311

E-Mail talon@tv.net

PRIMA OIL & GAS COMPANY

Scofield-Thorpe 25-43

Section 25, T12S, R7E, S.L.B.&M.

Carbon County, Utah

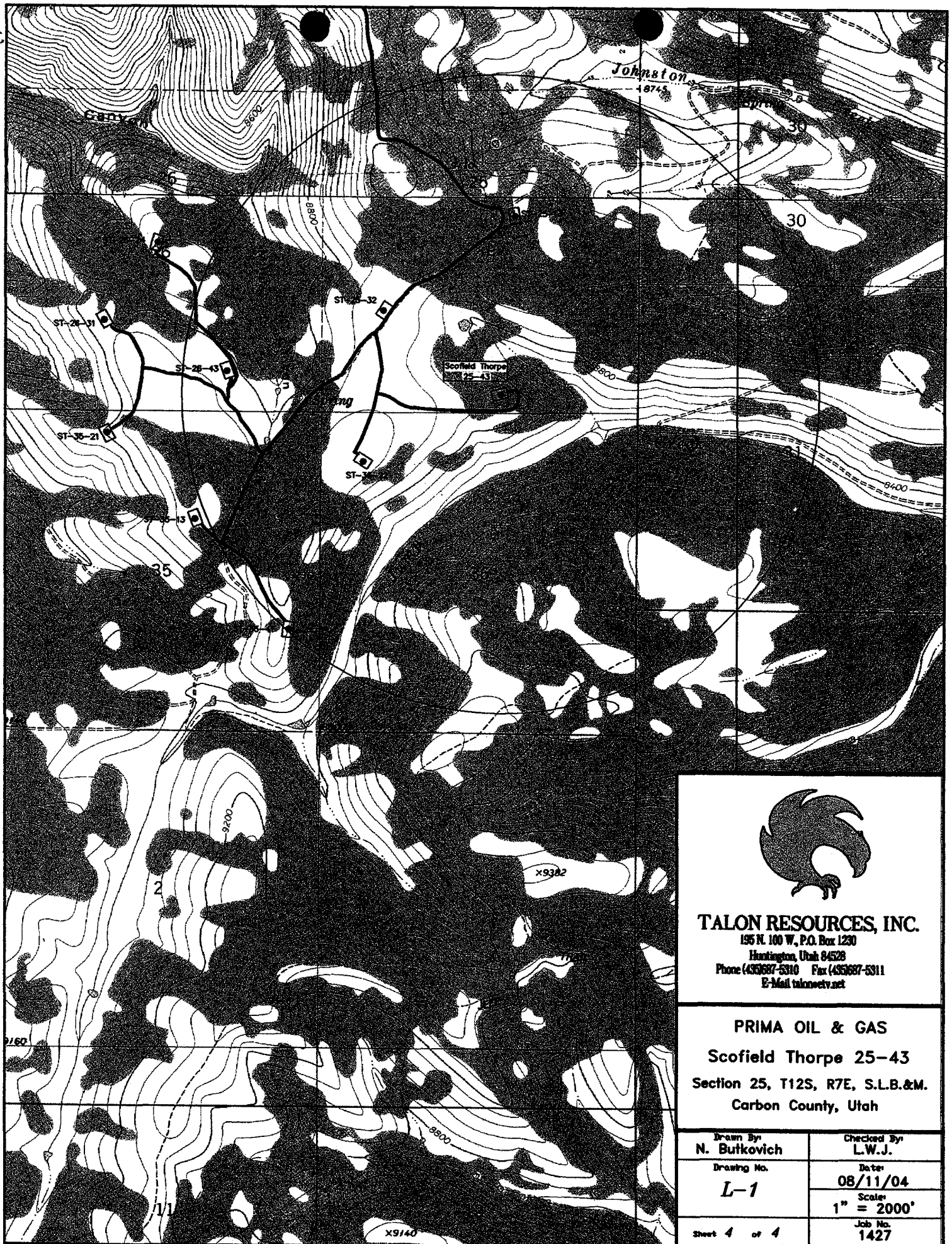
Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 06/20/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1427

GRAPHIC SCALE

0 500' 1000'

(IN FEET)

1 inch = 1000 ft.



TALON RESOURCES, INC.

195 N. 100 W., P.O. Box 1230
Huntington, Utah 84528
Phone (435) 687-5310 Fax (435) 687-5311
E-Mail talonres@net

PRIMA OIL & GAS

Scofield Thorpe 25-43

**Section 25, T12S, R7E, S.L.B.&M.
Carbon County, Utah**

Drawn By
N. Butkovich

Checked By
L.W.J.

Drawing No.

Date
08/11/04

L-1

Scale
1" = 2000'

Sheet **4** of **4**

Job No.
1427

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 08/25/2004

API NO. ASSIGNED: 43-007-31002

WELL NAME: SCOFIELD-THORPE 25-43

OPERATOR: Berry Petro Co. (N2480)CONTACT: LARRY JOHNSONPHONE NUMBER: 435-687-5310

PROPOSED LOCATION:

SWSE 25 120S 070E

SURFACE: 0330 FSL 2230 FEL

BOTTOM: 0330 FSL 2230 FEL

CARBON

WILDCAT (1)

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: EMRY

COALBED METHANE WELL? NO

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering	<u>DJG</u>	<u>5/26/05</u>
Geology		
Surface		

LATITUDE: 39.74117

LONGITUDE: -111.0864

RECEIVED AND/OR REVIEWED:

- ☒ Plat
☒ Bond: Fed[] Ind[] Sta[] Fee[]
 (No. RLB0005651) &P
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
 (No. MUNICIPAL)
☒ RDCC Review (Y/N)
 (Date: 09/11/2004)
☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

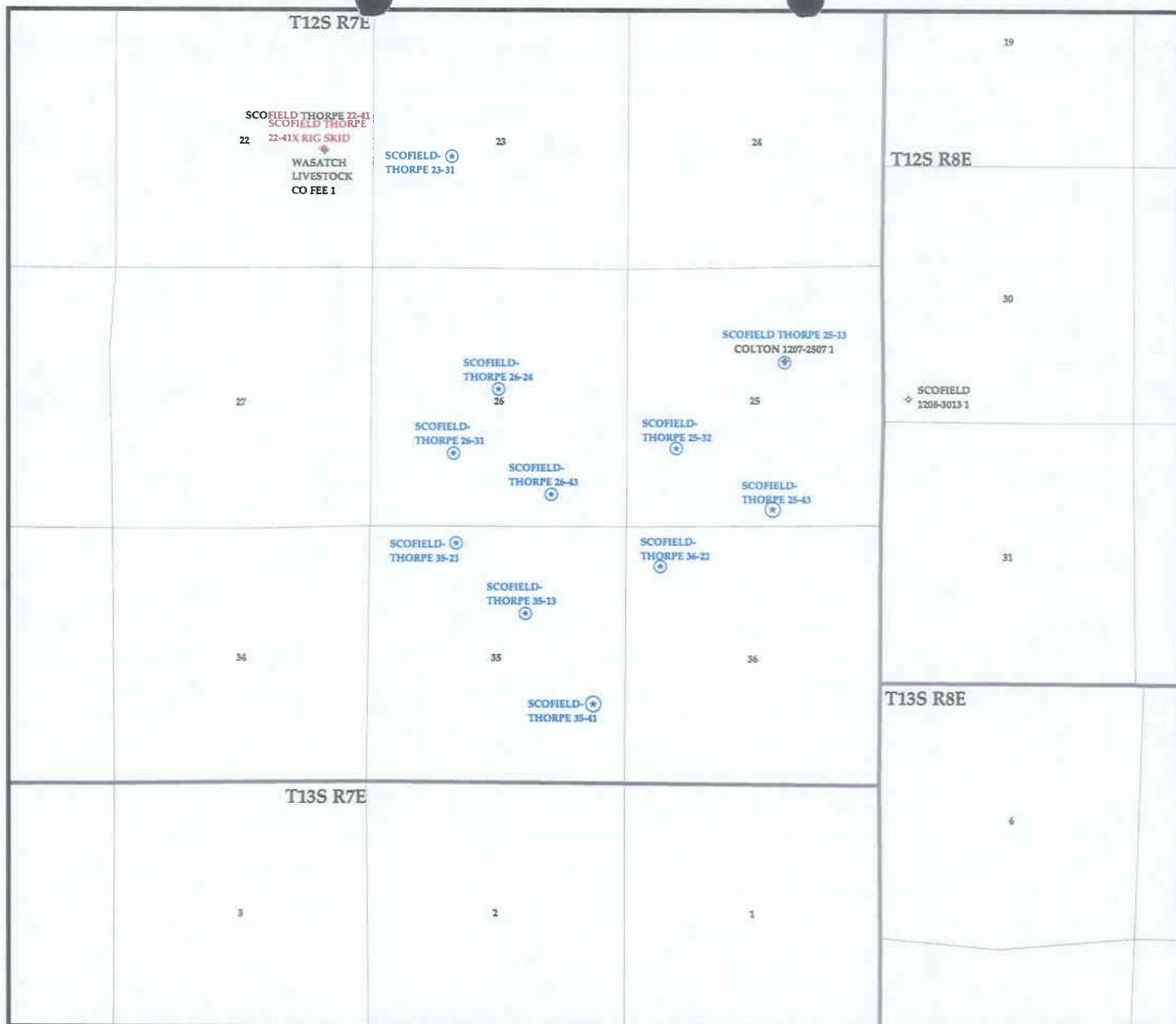
- R649-2-3.
 Unit _____
 R649-3-2. General
 Siting: 460 From Qtr/Qtr & 920' Between Wells
☒ R649-3-3. Exception
 Drilling Unit
 Board Cause No: _____
 Eff Date: _____
 Siting: _____
 R649-3-11. Directional Drill

COMMENTS:

Needs Qdrate (08-23-04)

STIPULATIONS:

- 1- Spacing Snp
2- Surface Csg Cont Stip
3- STATEMENT OF BASIS



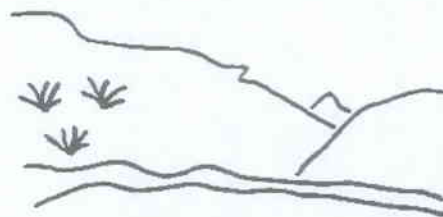
OPERATOR: PRIMA O&G CO (N1695)

SEC. 25 & 35 T.12S R.7E

FIELD: WILDCAT (001)

COUNTY: CARBON

SPACING: R649-3-3 / EXCEPTION LOCATION



Utah Oil Gas and Mining

Wells

- ✱ GAS INJECTION
- GAS STORAGE
- × LOCATION ABANDONED
- ⊕ NEW LOCATION
- ⊕ PLUGGED & ABANDONED
- ✱ PRODUCING GAS
- PRODUCING OIL
- ✱ SHUT-IN GAS
- ✱ SHUT-IN OIL
- × TEMP. ABANDONED
- TEST WELL
- ▲ WATER INJECTION
- ◆ WATER SUPPLY
- ▲ WATER DISPOSAL

Units.shp

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields.shp

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED



PREPARED BY: DIANA WHITNEY
DATE: 27-AUG-2004

Well name:

05-05 Berry Scofield-Thorpe 25-43Operator: **Berry Petroleum Company**String type: **Surface**

Project ID:

43-007-31002

Location: **Carbon County****Design parameters:****Collapse**Mud weight: 8.400 ppg
Design is based on evacuated pipe.**Minimum design factors:****Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 75 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 185 ft

Cement top: 149 ft

BurstMax anticipated surface pressure: -84 psi
Internal gradient: 0.556 psi/ft
Calculated BHP 305 psi

No backup mud specified.

Tension:8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)Tension is based on air weight.
Neutral point: 613 ft

Non-directional string.

Re subsequent strings:Next setting depth: 4,987 ft
Next mud weight: 9.000 ppg
Next setting BHP: 2,332 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 700 ft
Injection pressure 700 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	700	9.625	36.00	J-55	ST&C	700	700	8.796	49.8
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	305	2020	6.616	305	3520	11.53	25	394	15.64 J

Prepared by: Clinton Dworshak
Utah Div. of Oil & Mining

Phone: 810-538-5280

Date: May 17, 2005
Salt Lake City, Utah**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 700 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:

05-05 Berry Scofield-Thorpe 25-43Operator: **Berry Petroleum Company**String type: **Production**

Project ID:

43-007-31002

Location: **Carbon County****Design parameters:****Collapse**

Mud weight: 9.000 ppg

Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Environment:

H2S considered? No

Surface temperature: 65 °F

Bottom hole temperature: 135 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 368 ft

Burst:

Design factor 1.00

Cement top: 2,833 ft

Burst

Max anticipated surface pressure:

-440 psi

Internal gradient: 0.556 psi/ft

Calculated BHP 2,332 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Non-directional string.

Tension is based on air weight.

Neutral point: 4,308 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	4987	5.5	15.50	J-55	LT&C	4987	4987	4.825	156.3
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	2332	4040	1.733	2332	4810	2.06	77	217	2.81 J

Prepared by: Clinton Dworshak
Utah Div. of Oil & Mining

Phone: 810-538-5280

Date: May 17, 2005
Salt Lake City, Utah**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 4987 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

**DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS**

OPERATOR: Prima Oil and Gas Company
WELL NAME & NUMBER: Scofield-Thorpe 25-43
API NUMBER: 43-007-31002
LOCATION: 1/4, 1/4 SWSE Sec: 25 TWP: 12S RNG: 7E 330 FSL 2230 FEL

Geology/Ground Water:

A well drilled at this location will likely spud into a moderately permeable soil developed on the Tertiary/Cretaceous undivided Flagstaff/North Horn Formations (most likely lower North Horn). Ground water is likely to be encountered in the Blackhawk Formation and the Castlegate (if it is present; it is mapped as locally absent), Star Point, Emery, Ferron and Dakota Sandstones, all of Cretaceous age. At Castlegate Field, which is about 14 3/4 miles east, along the Colton Formation outcrop, the Spring Creek sand produced large amounts of moderately saline ground water from depths of ~1,600 feet to 2,000 feet, Total Depth. Water quality will deteriorate in the deeper strata. The nearest mapping of the base of moderately saline ground water (~15 miles northeast) implies that the base of moderately saline ground water is likely to be above sea level and within several thousand feet of the surface. If so, quality water is likely to be encountered in permeable strata in the Mesaverde Group and the Emery Sandstone. Application has been made for 2 surface water rights within a mile of this location. The drainage will flow to the south toward Jump Creek, which flows into Beaver Creek and then the Price River. There is a spring about 2/3 mile away. The proposed surface and intermediate casing/cementing program and freshwater gel/polymer drilling fluid system should be sufficient protect the shallow ground water resource.

Reviewer: Christopher J. Kierst **Date:** 9/24/04

Surface:

Proposed location is staked in Carbon County ~3.5 miles east of Scofield Reservoir. Scofield town sits ~4.0 miles southwest of the proposed location. The immediate area surrounding the location drains into Jump Creek, then Beaver Creek, which is part of the Price River drainage. The location sits on a flat knoll, where topography is relatively flat, approximately 200' below the crest of the ridge to the west. Closest live water source is Jump Creek .2 miles southwest. A few stock watering, runoff collection, ponds are located north of the proposed location. Live springs are also in the area, showing more abundantly during wetter water years. At least 2 springs are located ~1000' east of the proposed location. A summer cabin is located ~.25 mile east of the proposed site. Access into the site, local county government requirements and expectations, public road encroachment, access restriction into the property, current surface uses, surface damage, surface use agreements, drainage control and protection, current vegetation, and site reclamation were all discussed during the on-site meeting. Arthur Anderson, surface owner, was invited to the on-site evaluation, however could not attend. Carbon County was in attendance, primarily concerned in water resource protection.

Reviewer: Mark L. Jones **Date:** September 15, 2004

Conditions of Approval/Application for Permit to Drill:

1. A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.
2. Berm location.
3. Fence reserve pit while drying.



Search Utah.gov

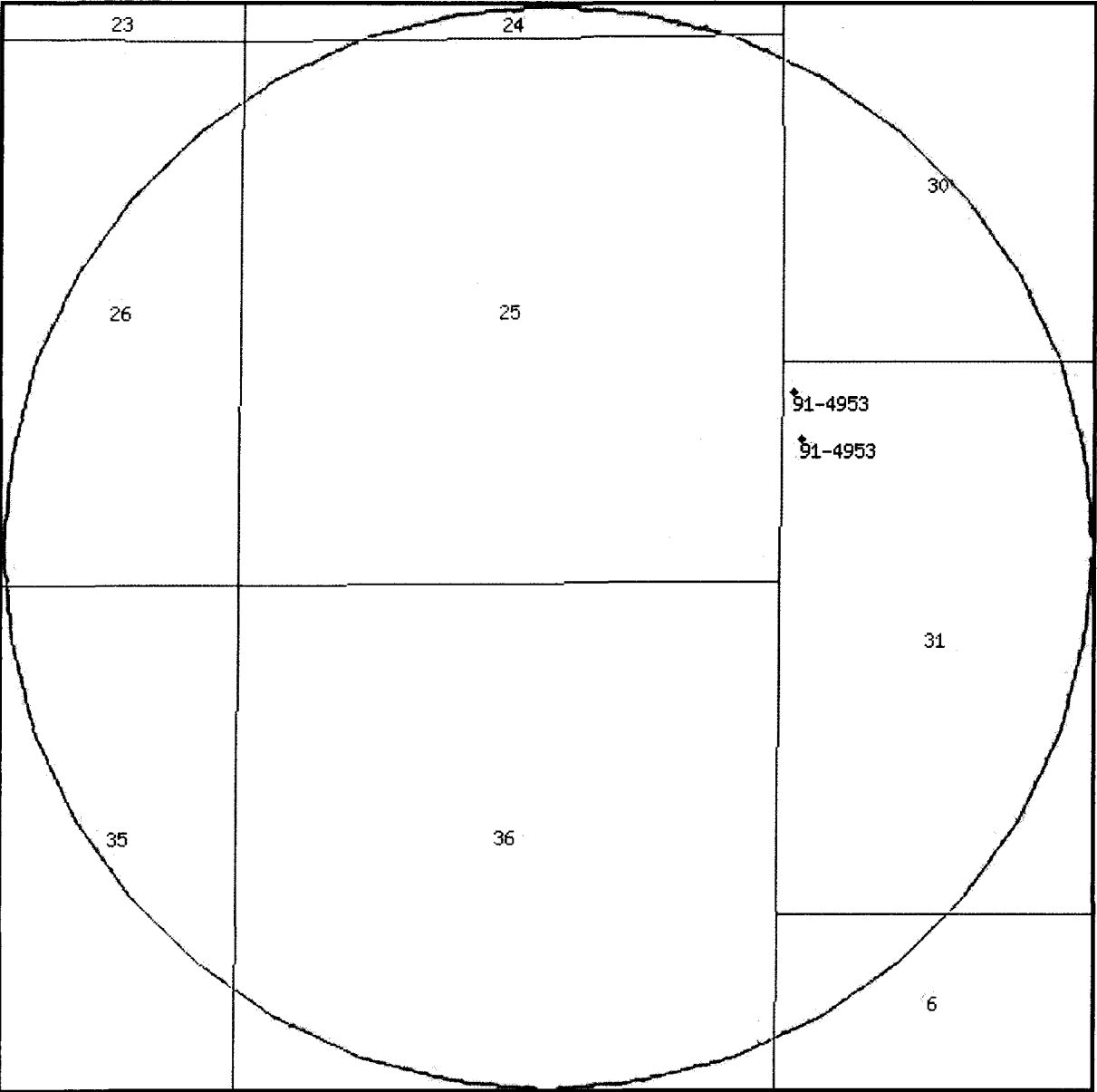
GO

UTAH DIVISION OF WATER RIGHTS

WRPLAT Program Output Listing

Version: 2004.03.26.00 Rundate: 09/24/2004 04:19 PM

Radius search of 5280 feet from a point N330 W2230 from the SE corner, section 25, Township 12S, Range 7E, SL b&m
Criteria:wrtypes=W,C,E podtypes=S,U,D,Sp,P status=U,A,P usetypes=all

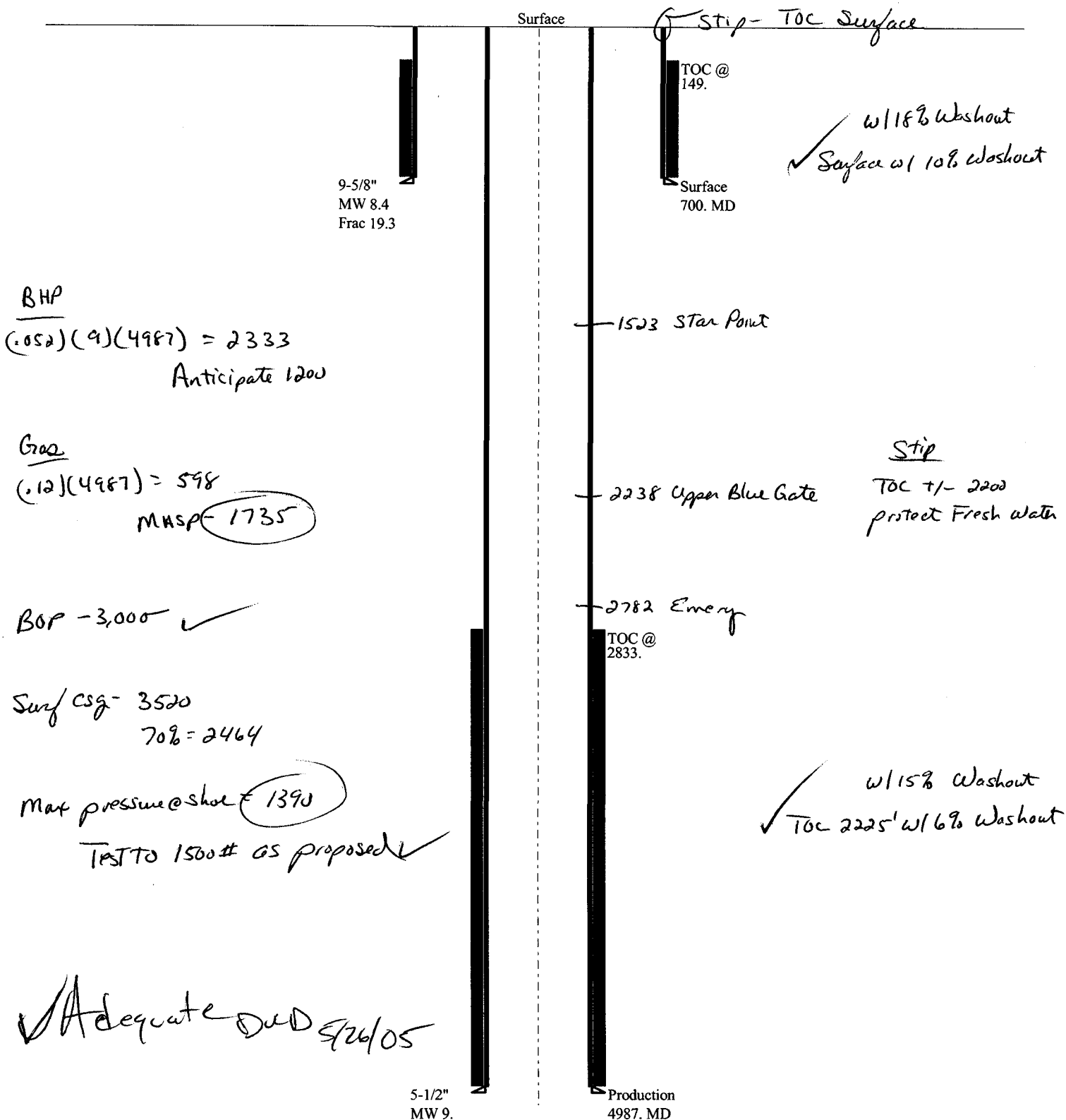


Water Rights

WR Number	Diversion Type/Location	Well Log	Status	Priority	Uses	CFS	ACFT	Owner Name
<u>91-4953</u>	Surface S305 E97 NW 31 12S 8E SL		P	19940208	D	0.000	0.250	CRAIG & JENNIFER STAY 444 WEST 950 NORTH
<u>91-4953</u>	Surface S762 E166 NW 31 12S 8E SL		P	19940208	D	0.000	0.250	CRAIG & JENNIFER STAY 444 WEST 950 NORTH

[Natural Resources](#) | [Contact](#) | [Disclaimer](#) | [Privacy Policy](#) | [Accessibility Policy](#)

05-05 Berry Scofield-Thorpe 25-43
Casing Schematic



ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: Prima Oil and Gas Company
WELL NAME & NUMBER: Scofield-Thorpe 25-43
API NUMBER: 43-007-31002
LEASE: Fee FIELD/UNIT: _____
LOCATION: 1/4, 1/4 SWSE Sec: 25 TWP: 12S RNG: 7E 330 FSL 2230 FEL
LEGAL WELL SITING: 460 F SEC. LINE; 460 F 1/4, 1/4 LINE; 920 F ANOTHER WELL.
GPS COORD (UTM): X =492608 E; Y =4398838 N SURFACE OWNER: Arthur Anderson.

PARTICIPANTS

Mark Jones (DOGM), Larry Johnson (TALON), Lisa Morris, Robin Smith, and Grant Melvin (Prima), Rex Sacco and Gayla Williams (Carbon County). The surface owner was invited but chose not to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is staked in Carbon County ~3.5 miles east of Scofield Reservoir. Scofield town sits ~4.0 miles southwest of the proposed location. The immediate area surrounding the location drains into Jump Creek, then Beaver Creek, which is part of the Price River drainage. The location sits on a flat knoll, where topography is relatively flat, approximately 200' below the crest of the ridge to the west.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing/wildlife/recreation.

PROPOSED SURFACE DISTURBANCE: 170'x260' w/ 70'x44'x8' included pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 4 proposed and 2 PA wells.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: None proposed at this time.

SOURCE OF CONSTRUCTION MATERIAL: Locally and trucked in.

ANCILLARY FACILITIES: None anticipated.

WILL DRILLING AT THIS LOCATION GENERATE PUBLIC INTEREST OR CONCERNS? (EXPLAIN): The Price River Drainage is the major source of water for Carbon County and its residents. Carbon County officials have voiced their concerns regarding hydrology being affected by drilling activities in the area.

A summer cabin is located ~.25 mile east of the proposed location. The owner does not want to see drilling anywhere in the area. This proposed location is the closest proposed location to the cabin, thus far. The drill site would be in direct line of site of the cabin were it not for the dense tree growth and the crest of the knoll in relation to the proposed location.

WASTE MANAGEMENT PLAN:

Dugout reserve pit will be used for the drilling and completion of this well. Reserve pit will be fenced upon completion of drilling the well. This fence will be kept in good repair while the pit is drying. Following drilling the liquid waste inside the pit will be allowed to evaporate. The pit will then be backfilled to grade. Produced water will be held until testing confirms quality. The quality will determine the method of disposal. Trash will be contained in portable containers and hauled to an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an approved disposal site.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None. Closest live water source is Jump Creek .2 miles southwest. A few stock watering, runoff collection, ponds are located north of the proposed location. Live springs are also in the area, showing more abundantly during wetter water years. At least 2 springs are located ~1000' east of the proposed location.

FLORA/FAUNA: Sage, grasses, brush. Elk, deer, fowl, small game, and rodents.

SOIL TYPE AND CHARACTERISTICS: Clay loam.

SURFACE FORMATION & CHARACTERISTICS:

EROSION/SEDIMENTATION/STABILITY: Erosive upon disturbance.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen w/ liner.

LINER REQUIREMENTS (Site Ranking Form attached): Required.

SURFACE RESTORATION/RECLAMATION PLAN

All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when rig is released and removed. Any oil accumulation on the pit will be removed or overhead flagged as dictated by then existing conditions. Rehabilitation will commence following completion of the well. Rat and mouse holes will be filled immediately upon release of the drilling rig from the location. If the well site is to be abandoned, all disturbed areas will be re-contoured to the natural contour as possible.

SURFACE AGREEMENT: Signed.

CULTURAL RESOURCES/ARCHAEOLOGY: Will be completed if requested by surface owner.

OTHER OBSERVATIONS/COMMENTS

Hydrology was a major concern with Carbon County officials.

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

August 23, 2004
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>20</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	<u>10</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>10</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>

Final Score 40 (Level I Sensitivity)

Sensitivity Level I = 20 or more; total containment is required, consider criteria for excluding pit use.

Sensitivity Level II = 15-19; lining is discretionary.

Sensitivity Level III = below 15; no specific lining is required.

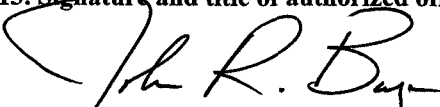








STATE ACTIONS
Governor's Office of Planning and Budget
Resource Development Coordinating Committee
P.O. Box 145610
1594 W. North Temple, Suite 3710
SLC, UT 84114-5610
538-5535

1. Administering State Agency Oil, Gas and Mining 1594 West North Temple, Suite 1210 Salt Lake City, UT 84114-5801	2. Approximate date project will start: Upon Approval or September 13, 2004
3. Areawide clearinghouse(s) receiving state action: (to be sent out by agency in block 1) Southeastern Utah Association of Governments	
4. Type of action: // Lease /X/ Permit // License // Land Acquisition // Land Sale // Land Exchange // Other _____	
5. Title of proposed action: Application for Permit to Drill	
6. Description: Prima Oil & Gas Company proposes to drill the Scofield-Thorpe 25-43 well (wildcat) on a Fee lease, Carbon County, Utah. This action is being presented to the RDCC for consideration of resource issues affecting state interests. The Division of Oil, Gas and Mining is the primary administrative agency in this action and must issue approval before operations commence.	
7. Land affected (site location map required) (indicate county) – include UTM coordinates where possible 330' FSL 2230' FEL, SW/4 SE/4, Section 25, Township 12 South, Range 7 East, Carbon County, Utah	
8. Jordan River Natural Areas Forum review – If the proposed action affects lands within the Jordan River Natural Areas Corridor. N/A	
9. Has the local government(s) been contacted? No If yes, a. How was contact made? b. Who was contacted? c. What was the response? d. If no response, how is the local government(s) likely to be impacted?	
10. Possible significant impacts likely to occur: Degree of impact is based on the discovery of oil or gas in commercial quantities.	
11. Name and phone of district representative from your agency near project site, if applicable: N/A	
12. For further information, contact: Diana Whitney Phone: (801) 538-5312	13. Signature and title of authorized officer  John R. Baza, Associate Director Date: August 27, 2004



The State of Utah

Department of
Natural Resources

Division of
Wildlife Resources

MICHAEL O. LEAVITT
Governor

OLENE S. WALKER
Lieutenant Governor

7 September, 2004

Diana Whitney
Division of Oil, Gas, and Mining
1594 West N. Temple, Suite 1210
P.O. Box 145801
Salt Lake City, UT 84114-5801

ROBERT L. MORGAN
Executive Director

KEVIN K. CONWAY
Division Director

Subject: RDCC # 4452 and 4453 Scofield-Thorpe 25-43, and 35-41

Dear Ms. Whitney;

In regards to the subject action, the Utah Division of Wildlife Resources has the following comments.

We need to address cumulative impacts of gas well development in the Scofield area. Addressing it piecemeal, as single-well RDCC projects, makes it very difficult to assess mitigation needs for water quality, fish, and wildlife. This does not serve the public's best interest. In addition, as evidenced at a recent public hearing during a county commissioner's meeting, the recreational and real estate values plus the critical importance of this watershed to Carbon County will make development in this area controversial. Ultimately, pipelines and roads will cross multiple public and private ownerships. Prima should be presenting development options at the present time rather than "short turn around" proposals shortly before work is scheduled to begin.

In view of the importance of this watershed to Carbon Co., reclamation bonds should include a provision for inflation adjustment. Although we do not question Prima's intention to do responsible work, they will probably not be the owner of these wells at the time of final reclamation.

These fee wells are located in critical value summer elk habitat and high value summer mule deer habitat. Drilling and related construction activities could negatively impact these species both by destroying habitat with the infrastructure footprint and by increasing disturbance during calving.

Prima Oil and Gas should be encouraged to carry out big game habitat enhancement projects on these properties if the surface landowner requests it. Because of the large number of wells now proposed in the Scofield area, habitat projects will be needed to

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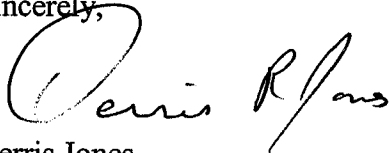
SEP 13 2004

Utah!
Where ideas connect

maintain the big game resource at current levels. Potential projects include rehabilitation of decadent sagebrush stands and removal of evergreens from aspen stands. The amount of disturbance has reached a threshold where we feel mitigation should be required for wells on public ownership in the Scofield area. If drilling and construction can be delayed until after July 5th, negative impacts to elk and mule deer production will be minimal.

Thank-you for the opportunity to review and comment on this proposed action. If you have any questions, please contact Tony Wright, oil and gas mitigation biologist, at our Price office, (435) 636-0267.

Sincerely,

A handwritten signature in cursive script, appearing to read "Derris Jones".

Derris Jones
Regional Supervisor

Administration
Habitat Section-Mike Canning
CC: Rex Sacco Carbon Co.

TALON RESOURCES INC

April 27, 2005

Mrs. Diana Whitney
 State of Utah
 Division of Oil Gas and Mining
 P.O. Box 145801
 Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill—

Scofield-Thorpe 25-32, 1627' FSL, 1017' FWL Section 25, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 26-24, 2495' FNL, 2596' FWL Section 26, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 26-43, 668' FSL, 1555' FEL Section 26, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 35-21, 361' FNL, 1776' FWL Section 35, T12S, R7E, SLB&M. Carbon County, Utah
 ✓ Scofield-Thorpe 25-43, 330' FSL, 2230' FEL Section 25, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 26-31, 2272' FSL, 1628' FWL Section 26, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 26-31, 1502' FSL, 1721' FEL Section 26, T12S, R7E, SLB&M. Carbon County, Utah
 Scofield-Thorpe 35-41, 1661' FNL, 691' FEL Section 35, T12S, R7E, SLB&M. Carbon County, Utah

Dear Mrs. Whitney:

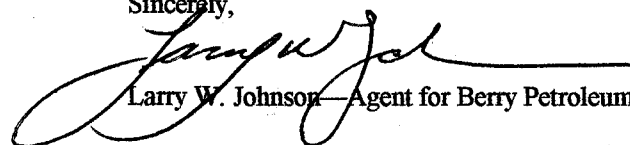
On behalf of Berry Petroleum Company (Berry), Talon Resources, Inc. respectfully submits the enclosed original and two copies of the *Application for Permit to Drill (APD)* for each of the above referenced wells. A request for exception to spacing (R649-3-3) is hereby requested on each location based on topography since the wells are located within 460' of the drilling unit boundary. Berry is the only offset owner/operator within 460' of the proposed well locations. Included with each APD is the following supplemental information:

Exhibit "A" - Survey plats and layouts of the proposed well site;
 Exhibit "B" - Proposed location maps with utility corridors;
 Exhibit "C" - Drilling site layout;
 Exhibit "D" - Drilling Program;
 Exhibit "E" - Multi Point Surface Use Plan;
 Exhibit "F" - Typical road cross-section;
 Exhibit "G" - Typical BOP diagram;
 Exhibit "H" - Typical wellhead manifold diagram.

These APD's were submitted previously under Prima Oil and Gas Company. Onsites were completed by Mr. Mark Jones. As requested, New APD's are being submitted under a new operator, Berry Petroleum Company. Prima and Berry are in the process of changing operators. We understand that these APD's will not be processed until that change is made.

Please accept this letter as Berry's written request for confidential treatment of all information contained in and pertaining to this application, if said information is eligible for such consideration. Thank you very much for your timely consideration of this application. Please feel free to contact myself, or Mr. Dan Anderson at 303-825-3344 if you have any questions or need additional information.

Sincerely,



Larry W. Johnson—Agent for Berry Petroleum Company

cc: Mr. Mark Jones, Oil, Gas and Mining
 Mr. Ed Bonner, SITLA
 Mr. Dan Anderson, Berry

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MAY 02 2005

DIV. OF OIL, GAS & MINING

P.O. # 1230

(435) 687-5310

195 N. 100 West

(435) 687-5311

Huntington, Utah 84528

talon@etv.net

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

001

APPLICATION FOR PERMIT TO DRILL				5. MINERAL LEASE NO: Fee	6. SURFACE: Fee
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>				7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>				8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: Berry Petroleum Company				9. WELL NAME and NUMBER: Scofield-Thorpe 25-43	
3. ADDRESS OF OPERATOR: 410 17th St, Suite 2440 CITY Denver STATE CO ZIP 80202				10. FIELD AND POOL, OR WILDCAT: undesigned	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 330' FSL, 2,230' FEL AT PROPOSED PRODUCING ZONE: 330' FSL, 2,230' FEL				11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWSE 25 12 7 S	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 7.3 Miles North and East of Scofield, Utah				12. COUNTY: Carbon	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 2,230'		16. NUMBER OF ACRES IN LEASE: 2240		17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 2,400'		19. PROPOSED DEPTH: 4,800		20. BOND DESCRIPTION: State Wide Surety Bond #4127698	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 8815 GR		22. APPROXIMATE DATE WORK WILL START: 6/15/2005		23. ESTIMATED DURATION: 14 days	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
12-3/4"	9-5/8" J-55 ST 36#	700	Premium Plus 335 sacks 1.20 cu.ft/sk 15.6 ppg
8-1/2"	5 1/2" J-55 15.5#	4,787	Premium Plus 465 sacks 1.65 cu.ft/sk 14.0 ppg

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- | | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) Larry W. Johnson

TITLE Agent for Berry Petroleum Company

SIGNATURE *Larry W. Johnson*

DATE 4/25/2005

(This space for State use only)

API NUMBER ASSIGNED: 43-007-31002

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: 05-26-05
(See Instructions on Reverse Side)

By: *[Signature]*

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MAY 02 2005

DIV. OF OIL, GAS & MINING

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Range 7 East

(West 5280.0)

(N00°01'W)

25

N00°05'05"E - 2668.93'

(N00°01'W)

2309.63'

SCOFIELD THORPE #25-43
ELEVATION 8815.2'

UTM
N 4398837
E 492605

330.37' CALC.

2229.65'

(West 5269.4)

Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO

GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD WGS84 DATUM.

LAT / LONG
39°44'28.6"N
111°05'10.7"W

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

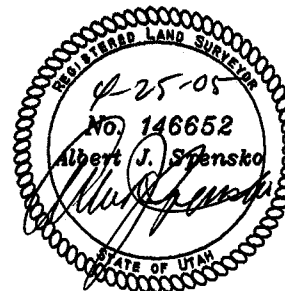
BASIS OF ELEVATION OF 8745' BEING AT THE NORTHEAST CORNER OF SECTION 25, TOWNSHIP 12 SOUTH, RANGE 7 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE COLTON QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SW1/4, SE1/4 OF SECTION 25, T12S, R7E, S.L.B.&M., BEING 2309.63' SOUTH AND 2229.65' WEST FROM THE EAST QUARTER CORNER OF SECTION 25, T12S, R7E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230

Huntington, Utah 84528

Phone (435)687-5310 Fax (435)687-5311

E-Mail talon@tv.net



BERRY PETROLEUM COMPANY

Scofield Thorpe #25-43
Section 25, T12S, R7E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 06/20/04
	Scale: 1" = 1000'
Sheet 1 of 1	Job No. 1427

GRAPHIC SCALE

0 500' 1000'
(IN FEET)
1 inch = 1000 ft.

REVISION: 4/25/05

AFFIDAVIT OF SURFACE USE AGREEMENT

SCOFIELD-THORPE 25-43
SWSE Section 25, T12S, R7E, 6th P.M.
Carbon County, Utah

Prima Oil & Gas Company, (Prima), hereby certifies to the authorized Officer of the State of Utah Department of Natural Resources, Division of Oil, Gas and Mining, that a Surface Land Use Agreement was executed by the surface owner of the noted location, effective the 24th day of June, 2004.

Surface Owner Information

Arthur J. Anderson
4190 Fortuna Way
Salt Lake City, Utah 84124-3364

Operator Information

Prima Oil & Gas Company
1099 18th Street, Suite 400
Denver, Colorado 80202
Carol Myers, Landman

Executed this 2nd day of September 2004.

PRIMA OIL & GAS COMPANY

By: _____

Carol Myers
Carol Myers
Landman

STATE OF COLORADO)

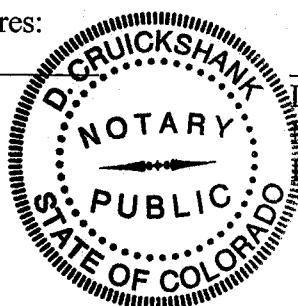
) ACKNOWLEDGEMENT

COUNTY OF DENVER)

On this the 2nd day of September 2004, before me, the undersigned, a notary public in and for the County and State aforesaid, personally appeared Carol Myers, Landman of Prima Oil & Gas Company, to me known to be the identical person who subscribed the name of the make thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

My Commission Expires:

1-14-07



D. Cruickshank
D. Cruickshank
Notary Public
Residing at: 1099 18th Street, Suite 400
Denver, Colorado 80202

EXHIBIT "D"
DRILLING PROGRAM

Attached to UDOGM Form 3
Berry Petroleum Company
Scofield-Thorpe 25-43
SW/4 SE/4, Sec. 25, T12S, R7E, SLB & M
330' FSL, 2,230' FEL
Carbon County, Utah

1. The Geologic Surface Formation

Blackhawk Formation

2. Estimated Tops of Important Geologic Markers

*All tops measured from a permanent datum of ground level plus Kelly bushing height.
Kelly bushing height from ground level is 14 feet*

Formation	Drill Depth	Sub-Sea
Blackhawk	surface	+8829
Star Point	1,523'	+7306
Upper Blue Gate	2,238'	+6591
Emery	2,782'	+6047
Lower Blue Gate	4,837'	+3992
Proposed TD	4,987'	+3842

3. Projected Gas & Water Zones

Emery 2782' – 4837'

Groundwater may be encountered within the Blackhawk and Star Point sandstones.
Water encountered will be reported on a Form 7 "Report of Water Encountered During Drilling".

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Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1500 psi.

7) The Proposed Casing and Cementing Programs

Casing Program –

HOLE SIZE	SETTING DEPTH (INTERVAL)	SIZE (OD)	WEIGHT, GRADE & JOINT	CONDITION
12-3/4"	700'	9-5/8"	36# J-55 ST&C	New
8-1/2"	4,940'	5 1/2"	15.5# J-55 LT&C	New

Cement Program –

Surface Casing:

335 sacks Premium Plus Weight: 15.6 # / gal Yield: 1.20 cu.ft / sk

Production Casing:

465 sacks Premium Plus Weight: 14 # / gal Yield: 1.65 cu.ft / sk

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;

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- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. An 11" 3,000 psi Annular Preventer; equipped with a 3,000 psi manual choke manifold. This equipment will be tested to 3000 psi. All tests will be recorded in a Driller's Log Book. Physical operation of the BOP will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

<u>INTERVAL</u>	<u>TYPE</u>	<u>WEIGHT</u>	<u>VISCOSITY</u>
0 - 700'	Freshwater Additives for Hole Cleaning	8.33 - 8.8 #/gal	35 - 50
700' - 7940'	Freshwater polymer Additives for Hole Stability	8.6 - 9.0 #/gal	38 - 60

7. The Testing, Logging and Coring Programs are as followed

Testing -

None Planned

Logging -

Surface - TD Gamma Ray, Density, Neutron, Porosity, Induction, Caliper

Coring --

None Planned

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in The area nor at the depths anticipated in this well. Bottom hole pressure expected is 1,200 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled approx.: June/July 2005

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Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

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EXHIBIT "E"
Multipoint Surface Use Plan

Attached to UDOGM Form 3
Berry Petroleum Company
Scofield-Thorpe 25-43
SW/4 SE/4, Sec. 25, T12S, R7E, SLB & M
330' FSL, 2,230' FEL
Carbon County, Utah

1. Existing Roads

- a. The proposed access road will be upgraded consistent with the surface owner and Berry Petroleum Company.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 2,500' of upgraded road and/or new access will be required (See Exhibit "B") Access is determined by acquired Right of way by the surface owner.

- a. Maximum Width: 24'
- b. Maximum grade: 10 %
- c. Turnouts: None
- d. Drainage design: 4 - 18" culverts may be required along the new and two-track portion of the road. Water will be diverted around the road as necessary and practical.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Existing trees will be left in place where practical to provide screening and buffer areas.

3. Location of Existing Wells

- a. See Exhibit "B". There is five proposed wells within a one mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H".
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be obtained from a local water source either Scofield Town (by well), Canyon Fuels Company Skyline Mine, or Price River Water Improvement District (a local source of municipal water) .
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally from a private source and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well is expected to be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will be lined with a synthetic liner. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operations cease with four strands of barbed wire, or woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.

- b. Following drilling, the liquid waste will be evaporated from the pit and the pit backfilled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tanks until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of trailers to be located on the drill site.

9. Well-site Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of the rig, reserve and blooie pits, and drilling support equipment will be located as shown on Attachment "C".
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the blooie pit. The blooie pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

- d. Any oil accumulation on the pit will be removed or overhead flagged as dictated by then existed conditions.
- e. Rehabilitation will commence following completion of the well. Rat and mouse holes will be filled immediately upon release of the drilling rig from the location. If the well-site is to be abandoned, all disturbed areas will be recontoured to the natural contour as is possible.

11. Surface Ownership

- a. The well-site and access road will be constructed on lands owned by Arthur J. Anderson, 4190 Fortuna way, Salt Lake City, Utah 84124, Phone Number 801-272-3886. The operator shall contact the landowner and the Division of Oil, Gas and Mining 48 hours prior to beginning construction activities.

12. Other Information:

- a. The primary surface use is wildlife habitat and grazing. The nearest dwelling is approximately .33 miles East. Nearest live water is in Long Canyon, 1.5 miles West.
- b. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed, and piled downhill from the topsoil stockpile location.
- c. The back-slope and fore-slope will be constructed no steeper than 4:1.
- d. All equipment and vehicles will be confined to the access road and well pad.
- e. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations shall be on the well-site during construction and drilling operations.

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. **Company Representative**

Dan Anderson
Berry Petroleum Company
410 17th Street, Suite 2440
Denver, Colorado 80202
1-303-825-3344

Permitting Consultant

Larry W. Johnson
Talon Resources, Inc.
P.O. Box 1230
195 North 100 West
Huntington, Utah 84528
1-435-687-5310

Excavation Contractor

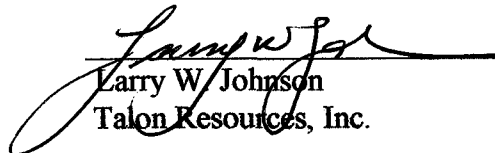
Craig's Roustabout Service
7580 East 6000 South
P.O. Box 41
Jensen, Utah 84035
1-435-828-7158

Mail Approved A.P.D. To:
Company Representative

14. **Certification**

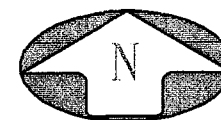
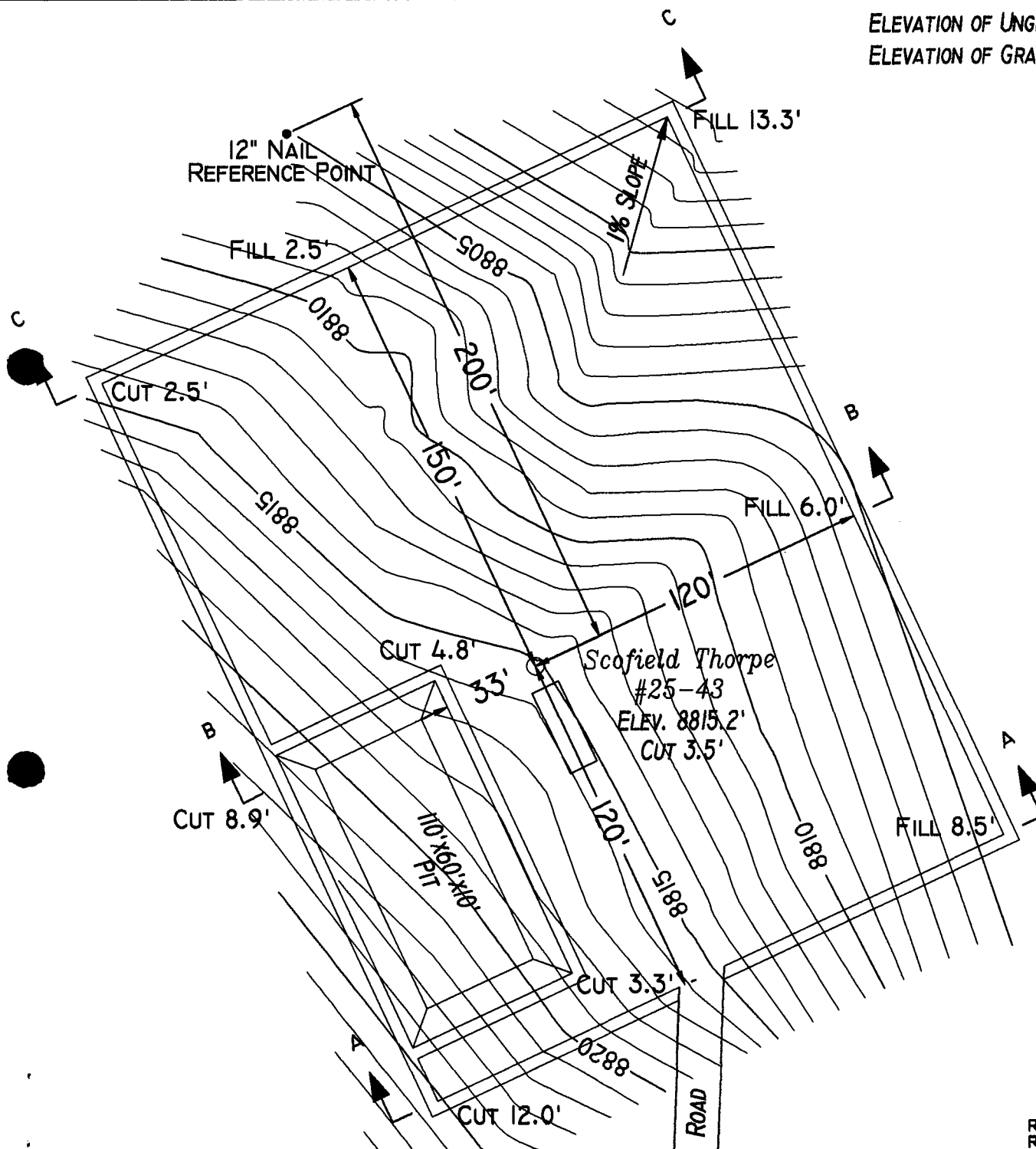
I hereby certify that I, or persons under my direct supervision have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

4/25/05
Date


Larry W. Johnson
Talon Resources, Inc.

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 8815.2'

ELEVATION OF GRADED GROUND AT LOCATION STAKE = 8811.7'



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230

Huntington, Utah 84528

Phone (435) 687-5310 Fax (435) 687-5311

E-Mail taloneetv.net



**BERRY PETROLEUM
COMPANY**

LOCATION LAYOUT

Section 25, T12S, R7E, S.L.B.&M.

Scofield Thorpe #25-43

DRAWN BY:
N. BUTKOVICH

CHECKED BY:
L.W.J.

DRAWING No.

A-2

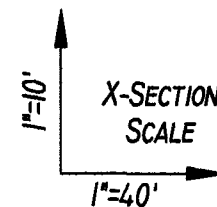
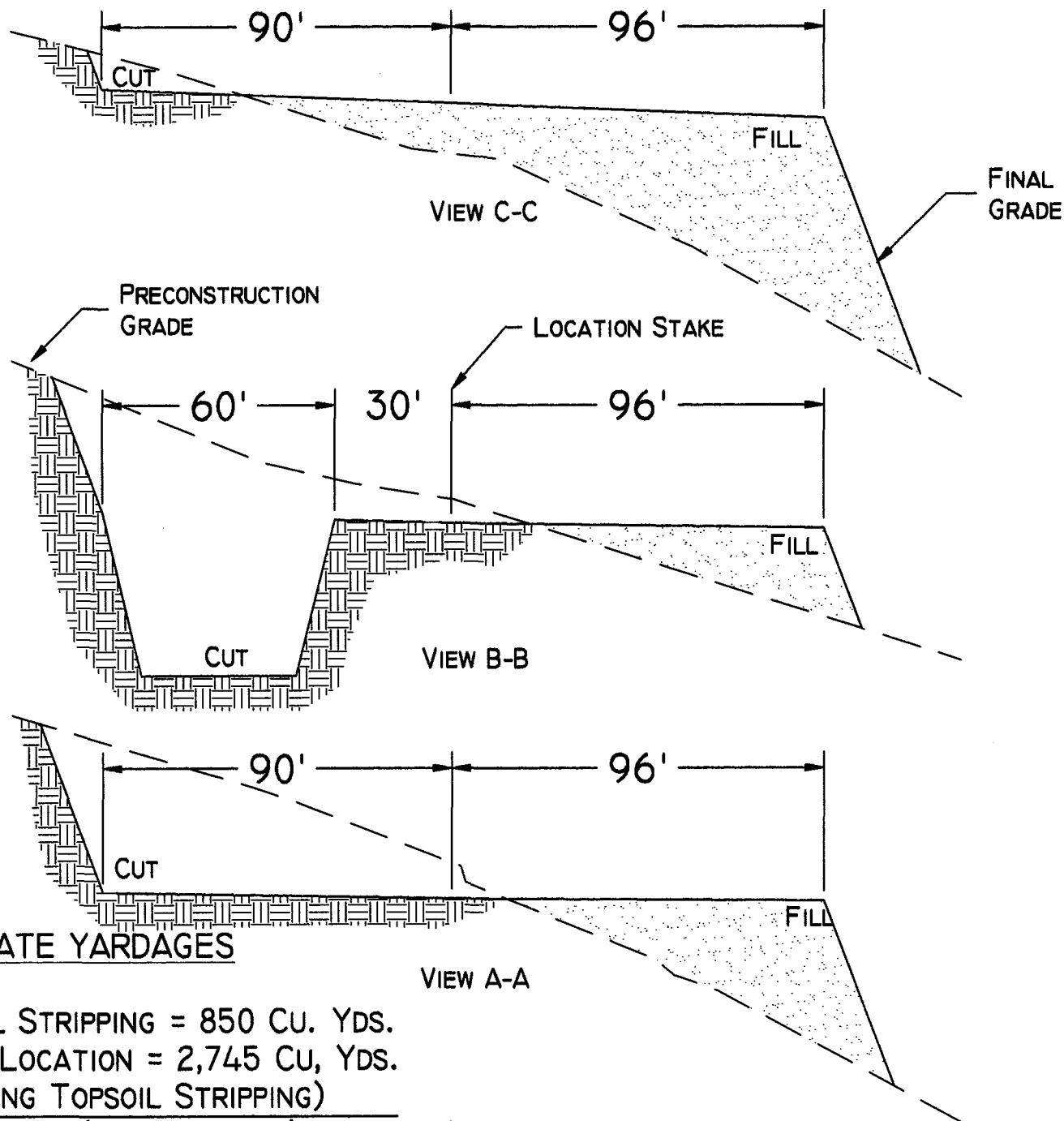
DATE:
08/10/04

SCALE:
1" = 50'

REVISION: 6/17/05
REVISION: 4/26/05

SHEET **2** OF **4**

JOB No.
1427



SLOPE = 1 1/2 : 1
(EXCEPT PIT)
PIT SLOPE = 1 ; 1



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230

Huntington, Utah 84528

Phone (435)687-5310 Fax (435)687-5311

E-Mail talonectv.net



**BERRY PETROLEUM
COMPANY**

TYPICAL CROSS SECTION
Section 25, T12S, R7E, S.L.B.&M.
Scofield Thorpe #25-43

DRAWN BY:
N. BUTKOVICH

CHECKED BY:
L.W.J.

DRAWING No.

C-1

DATE:
08/10/04

SCALE:
1" = 40'

SHEET 3 of 4

JOB No.
1427

REVISION: 4/26/05

APPROXIMATE YARDAGES

CUT

(6") TOPSOIL STRIPPING = 850 CU. YDS.

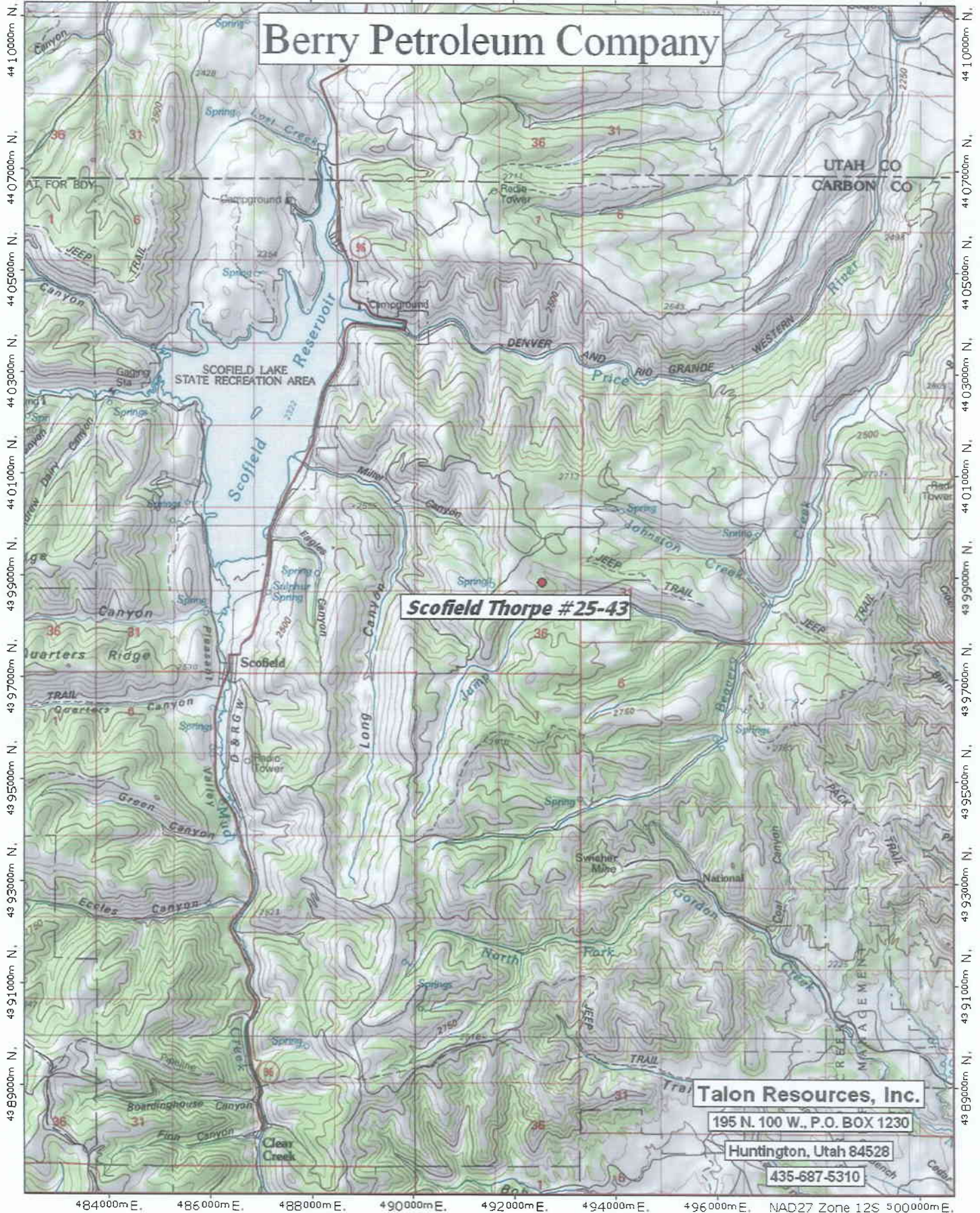
REMAINING LOCATION = 2,745 CU. YDS.

(INCLUDING TOPSOIL STRIPPING)

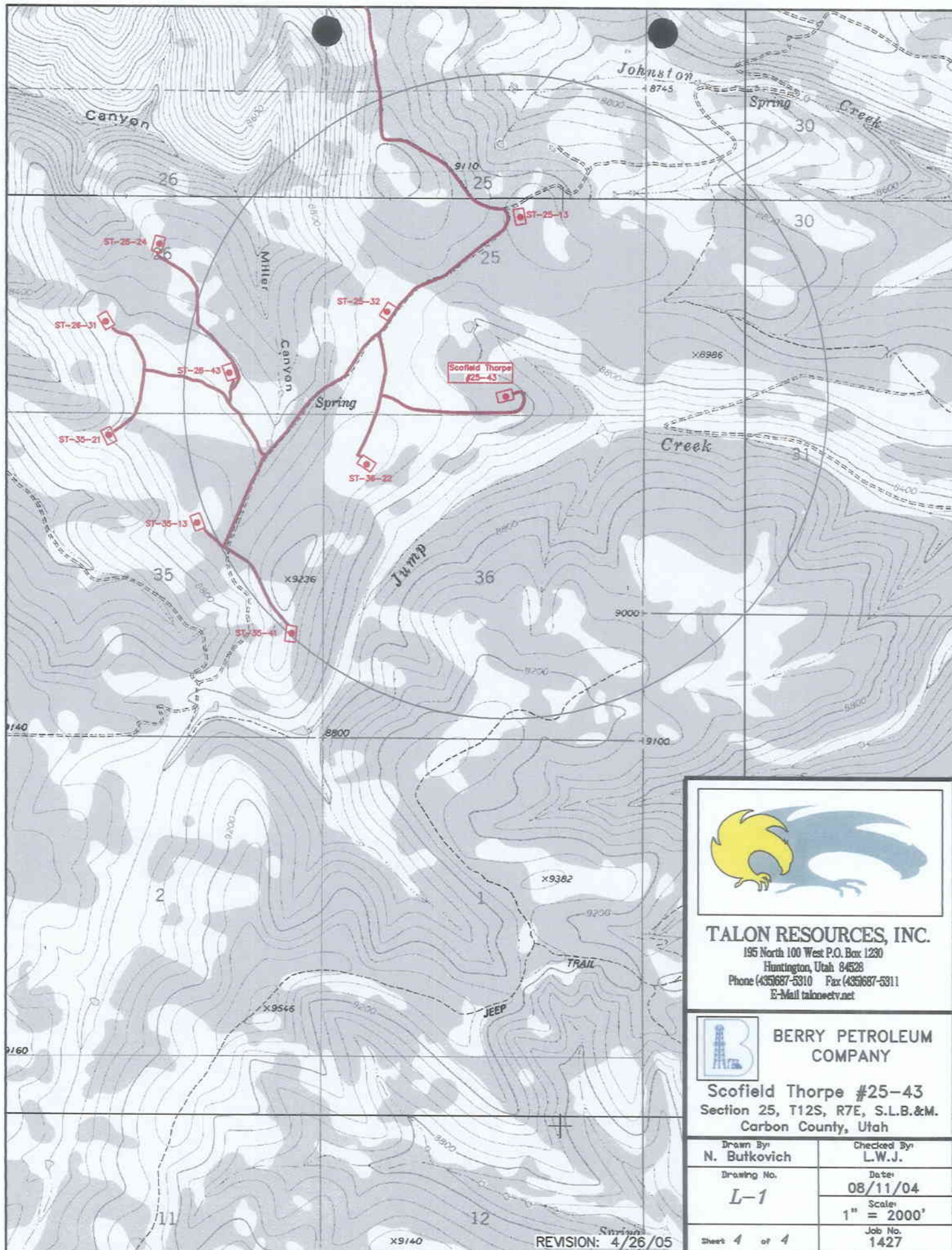
TOTAL CUT (INCLUDING PIT) = 3,770 CU. YDS.

TOTAL FILL = 3,320 CU. YDS.

484000m E, 486000m E, 488000m E, 490000m E, 492000m E, 494000m E, 496000m E, NAD27 Zone 12S 500000m E,



0.0 0.5 1.0 1.5 2.0 2.5 3.0 3.5 miles
0 1 2 3 4 5 km



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230
Huntington, Utah 84528
Phone (435)687-5310 Fax (435)687-5311
E-Mail talonnetv.net

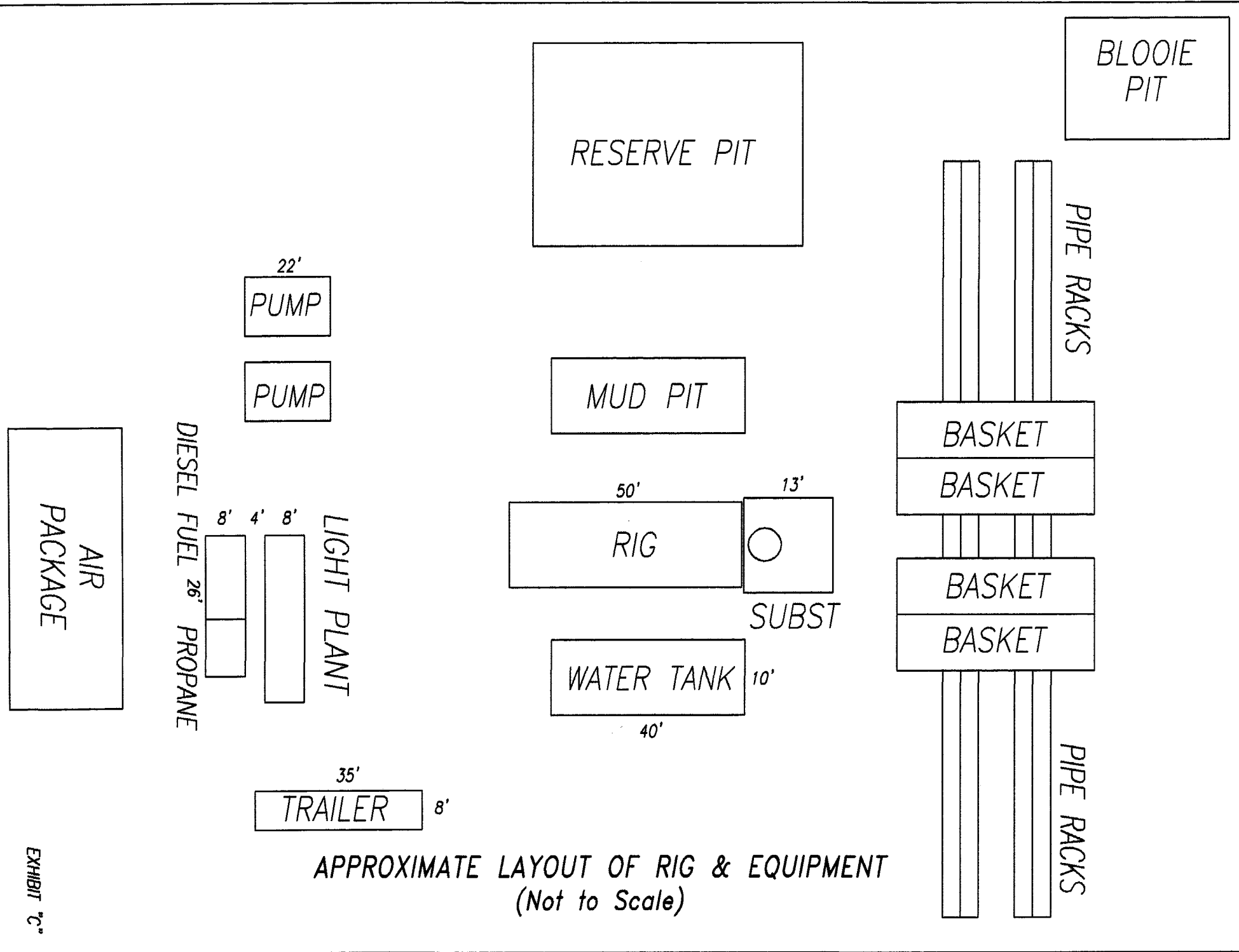


BERRY PETROLEUM COMPANY

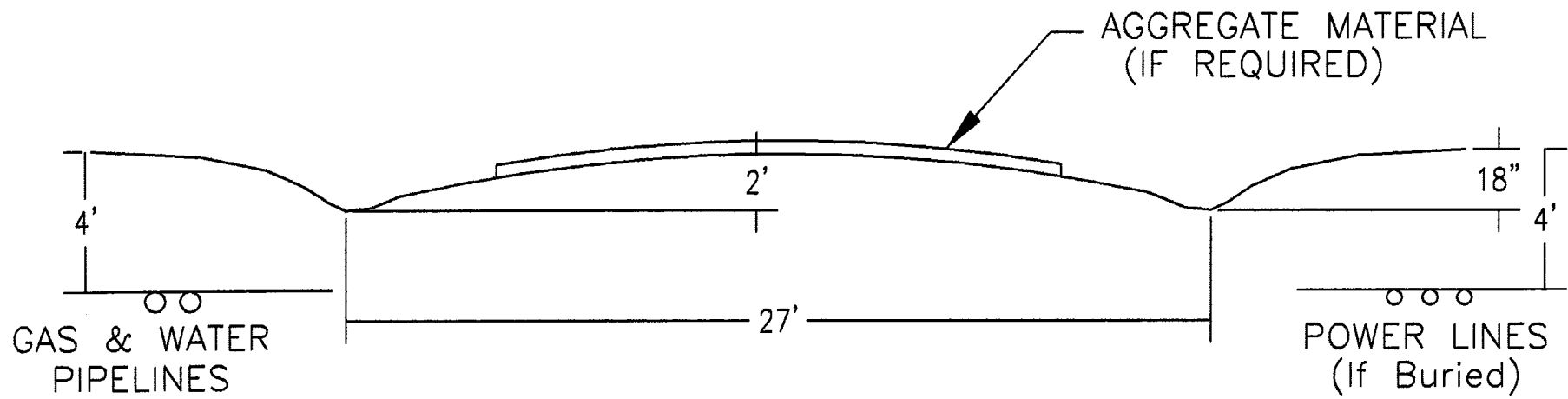
Scofield Thorpe #25-43
Section 25, T12S, R7E, S.L.B.&M.
Carbon County, Utah

Drawn By: N. Butkovich	Checked By: L.W.J.
Drawing No. L-1	Date: 08/11/04
	Scale: 1" = 2000'
Sheet 4 of 4	Job No. 1427

REVISION: 4/26/05

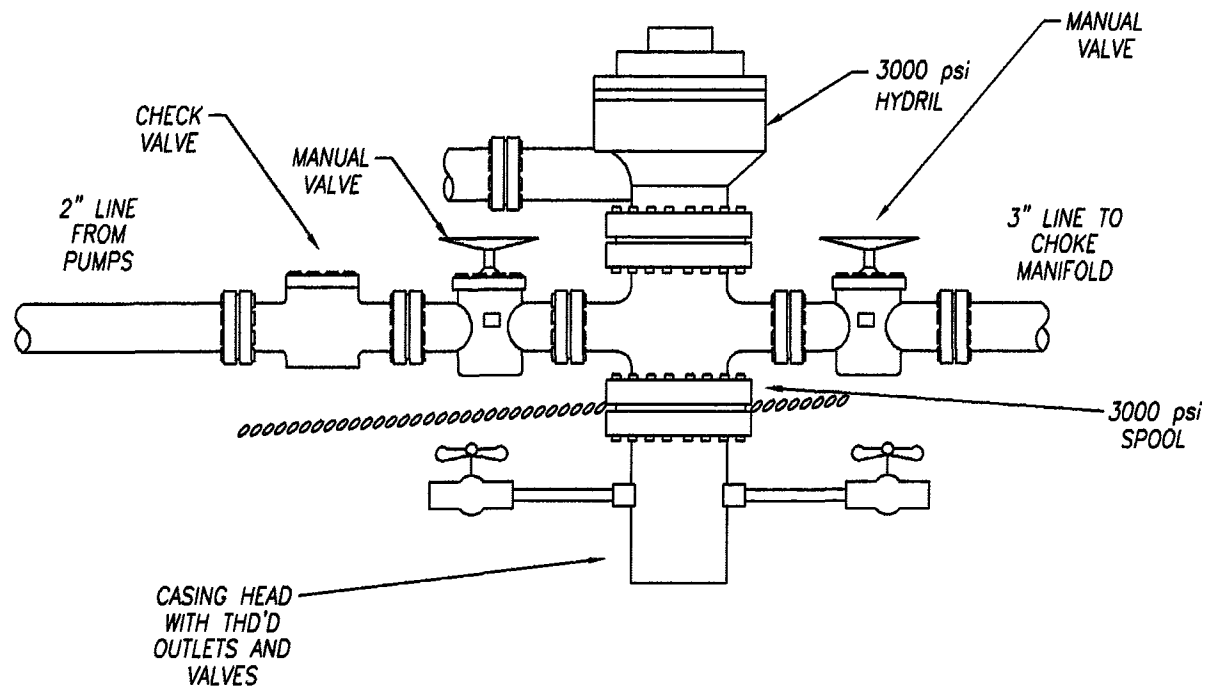


TYPICAL ROAD CROSS-SECTION

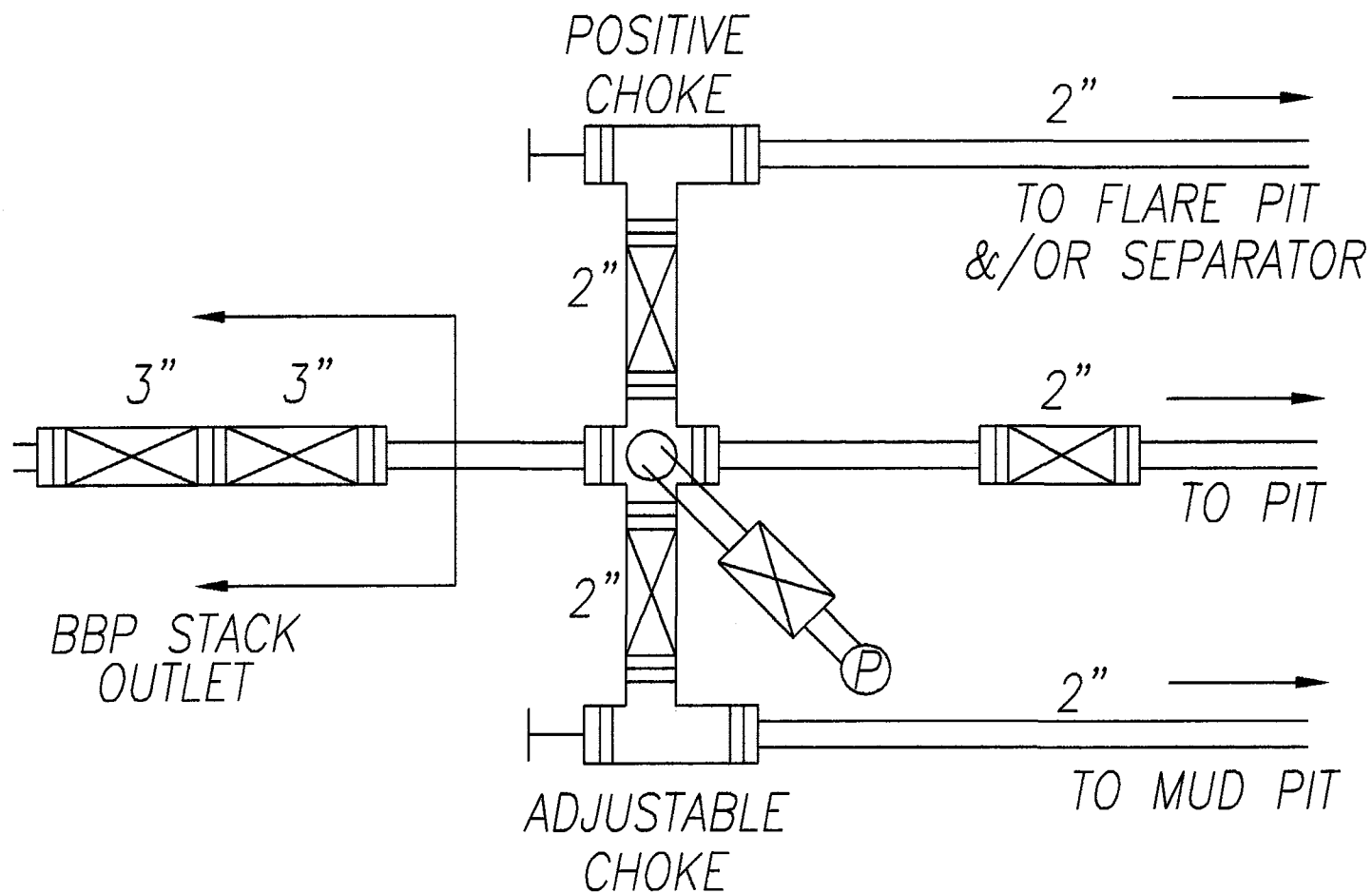


BOP Equipment

3000psi WP



CHOKE MANIFOLD



STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Scofield Thorpe 25-43
API number:	43007310020000
Location:	Qtr-Qtr: SWSE Section: 25 Township: 12S Range: 7E
Company that filed original application:	Prima Oil & Gas
Date original permit was issued:	
Company that permit was issued to:	

Check one	Desired Action:
<input checked="" type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		<input checked="" type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?		
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?		<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input checked="" type="checkbox"/>	
Is bonding still in place, which covers this proposed well? Bond No. <u>RLB0005651</u>	<input checked="" type="checkbox"/>	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Rich Haeefe Title Engineering Technician
Signature *RB Haeefe* Date 04/28/2005
Representing (company name) Berry Petroleum Company

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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DIV OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
2. NAME OF OPERATOR: Petro-Canada Resources (USA) Inc <i>N 2705</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a
3. ADDRESS OF OPERATOR: 1099 18th St., Ste. 400 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME: n/a
PHONE NUMBER: (303) 297-2300		8. WELL NAME and NUMBER: SEE ATTACHED LIST
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Carbon		9. API NUMBER: SEE ATTACHED LIST
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: UTAH		10. FIELD AND POOL, OR WILDCAT: Wildcat

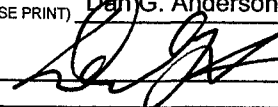
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 4/1/2005	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective April 1, 2005, operations of the wells noted on the attached list were transferred from Petro-Canada Resources (USA) Inc to the following party:

Berry Petroleum Company *N 2480*
410 17th Street, Suite 2440
Denver, Colorado 80202
Ph: (303) 825-3344
Mr. Dan G. Anderson, Engineering & Operations Manager

STATE + FEE BOND # RLB 0005651

NAME (PLEASE PRINT) <u>Dan G. Anderson</u>	TITLE <u>Engineering & Operations Manager</u>
SIGNATURE 	DATE <u>4/25/2005</u>

(This space for State use only)

APPROVED *5/12/05*

ER

(5/2000)

Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED

MAY 03 2005

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
2. NAME OF OPERATOR: Petro-Canada Resources (USA) Inc <i>N2705</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a
3. ADDRESS OF OPERATOR: 1099 18th St., Ste. 400 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME: n/a
PHONE NUMBER: (303) 297-2300		8. WELL NAME and NUMBER: SEE ATTACHED LIST
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Carbon		9. API NUMBER: SEE ATTACHED LIST
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: UTAH		10. FIELD AND POOL, OR WILDCAT: Wildcat

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: <i>4/1/2005</i>	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective April 1, 2005, operations of the wells noted on the attached list were transferred from Petro-Canada Resources (USA) Inc to the following party:

Berry Petroleum Company *N2480*
410 17th Street, Suite 2440
Denver, Colorado 80202
Ph: (303) 825-3344
Mr. Dan G. Anderson, Engineering & Operations Manager

STATE + FEE BOND # *RLB0005651*

NAME (PLEASE PRINT) <i>Carla Konopka</i>	TITLE <i>Landman</i>
SIGNATURE <i>Carla Konopka</i>	DATE <i>4/25/2005</i>

(This space for State use only)

APPROVED *5/12/05*

(5/2000)

ER
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

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DIV. OF OIL, GAS & MINING

Attachment to Sundry Notice of Operator Change
Petro-Canada Resources (USA) Inc to Berry Petroleum Company
Effective April 1, 2005

Well Name	County	Twn-Rng	Sec	Qtr/Ctr	API Well Number
SCOFIELD-THORPE 23-31	CARBON	12S-7E	23	NESW	43-007-31001-00-00
SCOFIELD-THORPE 35-21	CARBON	12S-7E	35	NENW	43-007-30989-00-00
SCOFIELD-THORPE 35-13	CARBON	12S-7E	35	SWNE	43-007-30991-00-00
SCOFIELD-THORPE 25-32	CARBON	12S-7E	25	NWSW	43-007-30988-00-00
SCOFIELD-THORPE 25-43	CARBON	12S-7E	25	SWSE	43-007-31002-00-00
SCOFIELD-THORPE 26-24	CARBON	12S-7E	26	SENW	43-007-30986-00-00
SCOFIELD-THORPE 26-31	CARBON	12S-7E	26	NESW	43-007-30987-00-00
SCOFIELD-THORPE 26-43	CARBON	12S-7E	26	SWSE	43-007-30990-00-00
SCOFIELD-THORPE 35-41	CARBON	12S-7E	35	NESE	43-007-31003-00-00
SCOFIELD-THORPE 36-22	CARBON	12S-7E	36	NWNW	43-007-30992-00-00
SCOFIELD CHRISTIANSEN 8-23	CARBON	12S-7E	23	SWNW	43-007-30999-00-00

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MAY 11 2005
DIV. OF OIL, GAS & MINING

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM n/a BIA n/a

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 5/12/2005
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 5/12/2005
3. Bond information entered in RBDMS on: 5/12/2005
4. Fee/State wells attached to bond in RBDMS on: 5/12/2005
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: n/a

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: n/a

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB0005651
2. The **FORMER** operator has requested a release of liability from their bond on: n/a
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 5/12/2005

COMMENTS:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENTFORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

002

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. Fee
2. Name of Operator Berry Petroleum Company		6. If Indian, Allottee or Tribe Name
3a. Address 410 17th Street Suite 2440 Denver, CO 80202	3b. Phone No. (include area code) 303 825-3344	7. If Unit or CA/Agreement, Name and/or No.
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 330' FSL x 2,230' FWL (SWSE) Section 25, Township 12 S, Range 7 E		8. Well Name and No. Scofield-Thorpe 25-43
		9. API Well No. 43-007-31002
		10. Field and Pool, or Exploratory Area undesignated
		11. County or Parish, State Carbon County, Utah

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other
	<input checked="" type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

Please be advised that the planned Total Depth for the Scofield-Thorpe 25-43 is being changed from 4,800' to 4,987' a difference of 187'. Also, the planned setting depth for the 5 1/2" casing is being changed from 4,787' to 4,987' a difference of 200'. The Setting depth interval under Exhibit D 7) for the 8 1/2" is being changed from 4,940' to 4,987'. Finally, under the Type and Characteristics of the Proposed Circulating Muds the Interval should be from 700'-4,987' instead of 700' to 7,940'.

MAY 16 2005

14. I hereby certify that the foregoing is true and correct
Name (Printed/Typed)

Rich Haefele

Title Technician

Signature Richard A. Haefele

Digitally signed by Richard A. Haefele
DN: cn = Richard A. Haefele, c = US, o = Berry Petroleum Company, OU =
Berry Management Division
Date: 2005.05.13 19:27:48 -0500

Date 05/12/2005

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____ Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Title _____ Office _____	Date _____
--	-----------------------------	------------

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

**State of Utah****Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

May 26, 2005

Berry Petroleum Company
410 17th Street, Suite 2440
Denver, CO 80202

Re: Scofield-Thorpe 25-43 Well, 330' FSL, 2230' FEL, SW SE, Sec. 25,
T. 12 South, R. 7 East, Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-31002.

Sincerely,

for Gil Hunt
Acting Associate Director

pab
Enclosures

cc: Carbon County Assessor

Operator: Berry Petroleum Company
Well Name & Number Scofield-Thorpe 25-43
API Number: 43-007-31002
Lease: Fee

Location: SW SE Sec. 25 T. 12 South R. 7 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

5. Operator shall comply with applicable recommendations resulting from Resource Development Coordinating Committee review. Statements attached.

6. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.
7. Surface casing shall be cemented to the surface.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

Berry Petroleum Company

3. Address and Telephone Number:

410 17th St. Ste 2440. Denver. CO 80202 303-825-3344

4. Location of Well

Footages:

330' FSL, 2230' FEL

QQ, Sec., T., R., M.:

SW/4 SE/4, Section 25, T12S, R7E, SLB&M

5. Lease Designation and Serial Number:

Fee

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

N/A

8. Well Name and Number:

Scofield-Thorpe 25-43

9. API Well Number:

43-007-31002

10. Field or Pool, or Wildcat:

undesignated

County: Carbon

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)

- | | |
|---|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input checked="" type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

Approximate date work will start

SUBSEQUENT REPORT (Submit Original Form Only)

- | | |
|--|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please replace the following plats and drawings with the attached revised plats and drawings:

1. A-2, Pad layout, the pad and pit has been expanded to accommodate equipment and fluids
2. C-1, Cuts and Fill volumes have changed to reflect a larger pad and pit design

Accepted by the
Utah Division of
Oil, Gas and Mining

Date: 07-11-05

By: [Signature]

7-11-05
CJD

13.

Name & Signature: Larry W. Johnson, Talon Resources

Title: Agent, Berry Petroleum

Date: 6/20/05

(This space for state use only)

RECEIVED

JUL 0 / 2005

DIV. OF OIL, GAS & MINING

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 8815.2'

ELEVATION OF GRADED GROUND AT LOCATION STAKE = 8811.7'

12" NAIL
REFERENCE POINT

FILL 2.5'

FILL 13.3'

1% SLOPE

CUT 2.5'

FILL 6.0'

CUT 4.8'

Scofield Thorpe
#25-43
ELEV. 8815.2'
CUT 3.5'

CUT 8.9'

FILL 8.5'

110'x60'x10'
PIT

CUT 3.3'

CUT 12.0'

ROAD



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230

Huntington, Utah 84528

Phone (435) 687-5310 Fax (435) 687-5311

E-Mail taloneetv.net



**BERRY PETROLEUM
COMPANY**

LOCATION LAYOUT

Section 25, T12S, R7E, S.L.B.&M.

Scofield Thorpe #25-43

DRAWN BY:
N. BUTKOVICH

CHECKED BY:
L.W.J.

DRAWING No.

A-2

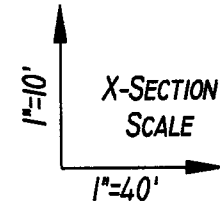
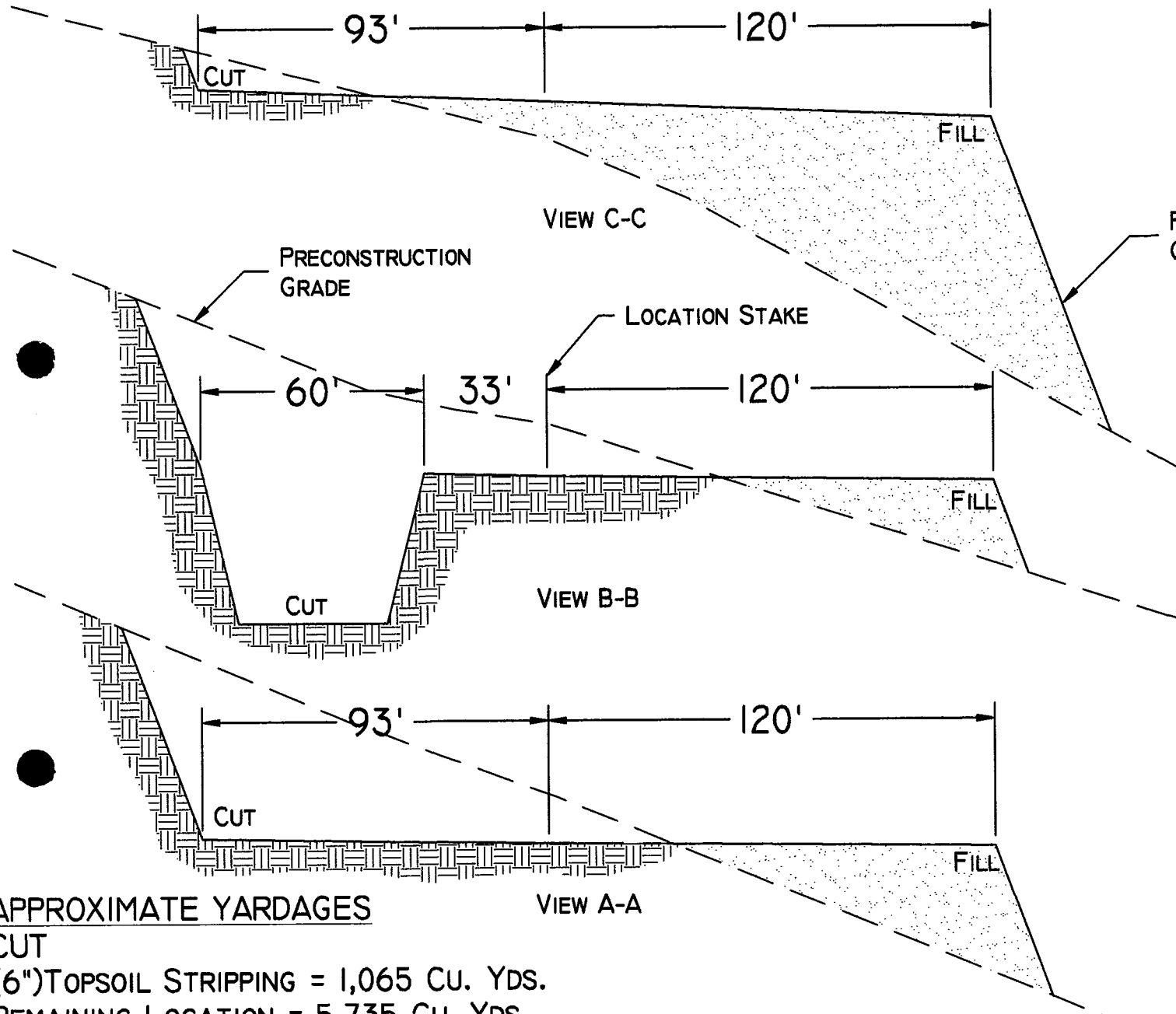
DATE:
08/10/04

SCALE:
1" = 50'

REVISION: 6/17/05
REVISION: 4/26/05

SHEET 2 OF 4

JOB No.
1427



SLOPE = 1 1/2 : 1
(EXCEPT PIT)
PIT SLOPE = 1 ; 1



TALON RESOURCES, INC.
195 North 100 West P.O. Box 1230
Huntington, Utah 84528
Phone (435)687-5310 Fax (435)687-5311
E-Mail talonnetv.net



BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTION
Section 25, T12S, R7E, S.L.B.&M.
Scofield Thorpe #25-43

DRAWN BY: N. BUTKOVICH	CHECKED BY: L.W.J.
DRAWING No. C-1	DATE: 08/10/04
	SCALE: 1" = 40'
SHEET 3 OF 4	JOB No. 1427

APPROXIMATE YARDAGES

CUT
(6") TOPSOIL STRIPPING = 1,065 CU. YDS.
REMAINING LOCATION = 5,735 CU, YDS.
(INCLUDING TOPSOIL STRIPPING)
TOTAL CUT (INCLUDING PIT) = 7,815 CU. YDS.
TOTAL FILL = 6,075 CU. YDS.

REVISION: 6/17/05
REVISION: 4/26/05



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

October 2, 2006

Debbie Wisener
Berry Petroleum Company
RT. 2 Box 7735
Roosevelt, UT 84066

Re: APD Rescinded - Scofield-Thorpe 25-43 Sec. 25 T. 12S R. 7E
Carbon County, Utah API No. 43-007-31002


Dear Ms. Wisener:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on May 26, 2005. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective October 2, 2006.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Whitney
Engineering Technician

cc: Well File
Brad Hill, Technical Services Manager